

## Spectrum Leasing

**File Number** 0001757186

**Application Purpose** LL - Spectrum Leasing

Filing type:

Is this filing for a De Facto Transfer Lease? Yes.

Filing purpose:

Is this filing for a new Lease? Yes.

### Licensee Name

### Licensee Type & Name

Type Limited Liability Corporation

Individual Name

Entity Name Pacific Telesis Mobile Services, LLC

### Licensee Address (\* indicates required fields)

Attention To Kellye E. Abernathy  
Entry of PO Box and Address is permissible

P.O.Box \*  
Street Address \* 17330 Preston Road, Suite 100A  
City \* Dallas  
State \* Texas  
ZIP Code \* 75252  
Phone \* (972)733-2092  
Fax (972)733-8141  
Email

### Contact Name

Individual Name David G Richards  
Company Name Cingular Wireless LLC

### Contact Address

P.O.Box  
Street Address 5565 Glenridge Connector, Suite 1700  
City Atlanta  
State Georgia  
ZIP Code 30342  
  
Phone (404)236-5543  
Fax (404)236-5575  
Email

**Attachment**

Other	<u>Amendment - Cover Letter</u>	06/07/2004
Other	<u>Amendment - Cover Letter</u>	06/07/2004
Other	<u>Amendment - Exhibit 2</u>	06/07/2004
Other	<u>Schedule F (WPSL626)</u>	06/07/2004
Other	<u>Schedule B (WPSL626)</u>	06/07/2004
Other	<u>Schedule B (KNLF209)</u>	06/07/2004
Other	<u>Amendment - Main Form</u>	06/07/2004
Other	<u>Amendment - Exhibit 2</u>	06/07/2004
Other	<u>Amendment - Exhibit 1</u>	06/07/2004
Other	<u>Form 603-T: Main Form</u>	06/01/2004
Other	<u>Exhibit 1: Description of Transaction and Public Interest</u>	06/01/2004
Other	<u>Form 603-T: Schedule B</u>	06/01/2004
Other	<u>Exhibit 2: Spectrum Aggregation and Competitors</u>	06/01/2004

**Call Signs Associated with FRN****Selected Licenses :**

KNLF205
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**FCC Wireless Telecommunications Bureau**  
**Application or Notification for Spectrum Leasing Arrangement**

**Type and Purpose of Filing**

Select one of the following from questions 1-3:

1) ☐ Is this filing for a Spectrum Manager Lease?2) ☒ Is this filing for a De Facto Transfer Lease?3) ☐ Is this filing for an Amendment or Withdrawal of a pending Application/Notification?

Select one of the following from questions 4-8:

4) ☒ Is this filing for a new Lease?5) ☐ Is this filing for a new Sublease?6) ☐ Is this filing for a revision of an existing Lease/Sublease?7) ☐ Is this filing for an assignment of a Lease/Sublease?8) ☐ Is this filing for a transfer of control of the Lessee/Sublessee?**General Information**

9) If this request is for an Amendment or Withdrawal, enter the File Number of the pending Application/Notification currently on file with the FCC.

File Number: 0001757186

10) If this Application/Notification is part of a series of Applications/Notifications involving the Lease or Sublease of other spectrum held by the Licensee, affiliates of the Licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this form and for which Commission approval or notification is required; enter the File Number of the lead Application/Notification.

File Number: Lead App

If this Application/Notification is part of a series of Applications/Notifications, provide a list of the Applications/Notifications in an exhibit to the lead Application/Notification.

11) Are attachments being filed with this Application/Notification?

☒ Yes ☐ No

### Fees and Waivers

12a) Is the applicant exempt from FCC application fees?	(N) Yes No
12b) Is a waiver/deferral of the FCC application fees being requested? If 'Y', attach to this filing a date-stamped copy of the request for waiver/deferral.	(N) Yes No
13a) Does this filing include a request for waiver of the Commission's rules (other than requests for fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) Yes No
13b) If the answer to 13a is 'Y', enter the number of rule sections involved: <input type="text"/>	

### Bidding Credits, Installment Payment Plans, or Closed Bidding

14a) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were originally awarded with bidding credits within the last five years? (If response is 'Y' complete the applicable questions on Schedule A.)	(N) Yes No
14b) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were originally awarded subject to the Commission's installment payment program? (If response is 'Y', complete the applicable questions on Schedule A.)	(N) Yes No
14c) Does this Application/Notification involve the Lease/Sublease of spectrum associated with any licenses that were granted pursuant to closed bidding within the last five years? (If response is 'Y', complete the applicable questions on Schedule A.)	(N) Yes No

### Ownership Disclosure Information

#### 15) FCC Form 602, Ownership Disclosure Form (Select One)

☒ Lessee/Sublessee has a current FCC Form 602 on file with the Commission.

FRN under which the FCC Form 602 was filed:

Name under which the FCC Form 602 was filed:

Date the FCC Form 602 was filed:  /  /  (MM/DD/YYYY)

☐ Lessee/Sublessee is filing a new or updated FCC Form 602 concurrently with this Application/Notification.

FRN under which the FCC Form 602 will be filed:

Name under which the FCC Form 602 will be filed:

☐ Lessee/Sublessee is not required to file a FCC Form 602.

**Licensee Information**

16) Licensee is a(n): <input checked="" type="checkbox"/> Individual Corporation <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust Partnership <input type="checkbox"/> Government Entity Consortium <input type="checkbox"/> Joint Venture <input type="checkbox"/> Limited Liability Corporation				
17) FCC Registration Number (FRN): 0004249702				
18) First Name (if individual):		MI:	Last Name:	
19) Entity Name (if not an individual): Pacific Telesis Mobile Services, LLC				
20) Attention To: Kellye E. Abernathy				
21) P.O. Box:		And /Or	22) Street Address: 17330 Preston Road, Suite 100A	
23) City: Dallas		24) State: TX	25) Zip Code: 75252	
26) Telephone Number: (972) 7332092		27) FAX Number: (972) 7338141		
28) E-Mail Address:				

**29) Race, Ethnicity, and Gender of Licensee (Optional):**

Race:	<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Asian	<input type="checkbox"/> Black or African American
	<input type="checkbox"/> Native Hawaiian or Other Pacific Islander	<input type="checkbox"/> White	
Ethnicity:	<input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latin		
Gender:	<input type="checkbox"/> Female <input type="checkbox"/> Male		

**Name of Licensee Contact Representative (if other than Licensee)**

30) First Name: David		MI: G	Last Name: Richards		Suffix:
31) Company Name: Cingular Wireless LLC					
32) P.O. Box:		And /Or	33) Street Address: 5565 Glenridge Connector, Suite 1700		
34) City: Atlanta		35) State: GA	36) Zip Code: 30342		
37) Telephone Number: (404) 2365543		38) FAX Number: (404) 2365575			
39) E-Mail Address:					

**Lessee Information**

40) Lessee is a(n): <input checked="" type="checkbox"/> Individual Corporation <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust Partnership <input type="checkbox"/> Government Entity Consortium <input type="checkbox"/> Joint Venture Limited Liability Corporation					
41) FCC Registration Number (FRN): 0002145696					
42) First Name (if individual):		MI:	Last Name:		Suffix:
43) Entity Name (if other than individual): Omnipoint NY MTA License, LLC					
44) Attention To: Dan Menser					
45) P.O. Box:		And /Or	46) Street Address: 12920 SE 38th Street		
47) City: Bellevue			48) State: WA	49) Zip Code: 980067305	
50) Telephone Number: (425) 3784000			51) FAX Number: (425) 3786380		
52) E-Mail Address:					

**Name of Lessee Contact Representative (if other than Lessee)**

53) First Name: Doane		MI: F	Last Name: Kiechel		Suffix:
54) Company Name: Morrison & Forester, LLP					
55) P.O. Box:		And /Or	56) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500		
57) City: Washington			58) State: DC	59) Zip Code: 20006	
60) Telephone Number: (202) 8878726			61) FAX Number: (202) 8870763		
62) E-Mail Address: dkiechel@mofo.com					

**Sublessee Information**

63) Sublessee is a(n): <input type="checkbox"/> Individual Corporation					<input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Limited Liability Corporation		<input type="checkbox"/> Trust Partnership		<input type="checkbox"/> Government Entity Consortium		<input type="checkbox"/> Joint Venture	
64) FCC Registration Number (FRN):												
65) First Name (if individual):					MI:	Last Name:					Suffix:	
66) Entity Name (if other than individual):												
67) Attention To:												
68) P.O. Box:				And /Or	69) Street Address:							
70) City:						71) State:			72) Zip Code:			
73) Telephone Number: ( )						74) FAX Number: ( )						
75) E-Mail Address:												

**Name of Sublessee Contact Representative (if other than Sublessee)**

76) First Name:				MI:	Last Name:				Suffix:			
77) Company Name:												
78) P.O. Box:				And /Or	79) Street Address:							
80) City:						81) State:			82) Zip Code:			
83) Telephone Number: ( )						84) FAX Number: ( )						
85) E-Mail Address:												

**Transferor Information**

86) Transferor is a(n): <input type="checkbox"/> Individual Corporation <input type="checkbox"/> Unincorporated Association Limited Liability Corporation <input type="checkbox"/> Trust Partnership <input type="checkbox"/> Government Entity Consortium <input type="checkbox"/> Joint Venture				
87) FCC Registration Number (FRN): _____				
88) First Name (if individual): _____		MI: _____	Last Name: _____	
89) Entity Name (if other than individual): _____				
90) Attention To: _____				
91) P.O. Box: _____		And /Or	92) Street Address: _____	
93) City: _____		94) State: _____		95) Zip Code: _____
96) Telephone Number: (____) _____			97) FAX Number: (____) _____	
98) E-Mail Address: _____				

**Name of Transferor Contact Representative (if other than Transferor)**

99) First Name: _____		MI: _____	Last Name: _____	
100) Company Name: _____				
101) P.O. Box: _____		And /Or	102) Street Address: _____	
103) City: _____		104) State: _____		105) Zip Code: _____
106) Telephone Number: (____) _____			107) FAX Number: (____) _____	
108) E-Mail Address: _____				

**Transferee Information**

109) Transferee is a(n): ( ) Individual Corporation				<u>Unincorporated Association</u> <u>Limited Liability Corporation</u>		<u>Trust Partnership</u>		<u>Government Entity Consortium</u>		<u>Joint Venture</u>	
110) FCC Registration Number (FRN):											
111) First Name (if individual):						MI:	Last Name:				Suffix:
112) Entity Name (if other than individual):											
113) Attention To:											
114) P.O. Box:				And /Or	115) Street Address:						
116) City:						117) State:			118) Zip Code:		
119) Telephone Number: ( )						120) FAX Number: ( )					
121) E-Mail Address:											

**Name of Transferee Contact Representative (if other than Transferee)**

122) First Name:				MI:	Last Name:				Suffix:		
123) Company Name:											
124) P.O. Box:				And /Or	125) Street Address:						
126) City:						127) State:			128) Zip Code:		
129) Telephone Number: ( )						130) FAX Number: ( )					
131) E-Mail Address:											

### Alien Ownership Questions

- 132) Is the Lessee/Sublessee a foreign government or the representative of any foreign government? ☒ (N) Yes ☐ No
- 133) Is the Lessee/Sublessee an alien or the representative of an alien? ☒ (N) Yes ☐ No
- 134) Is the Lessee/Sublessee a corporation organized under the laws of a foreign government? ☒ (N) Yes ☐ No
- 135) Is the Lessee/Sublessee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? ☒ (N) Yes ☐ No
- 136) Is the Lessee/Sublessee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? ☒ (Y) Yes ☐ No
- If 'Y', attach an exhibit explaining the nature and extent of alien or foreign ownership.
- 137) If the answer to 136 is 'Y', has the Lessee/Sublessee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) as the services(s) involved in this Application/Notification? ☒ (Y) Yes ☐ No
- If 'Y', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Lessee/Sublessee (i.e., DA or FCC Number, FCC Record citation when available, and release date).
- If 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.

### Basic Qualification Questions

- 138) Has the Lessee/Sublessee/Transferee or any party to this Application/Notification had any FCC station authorization, license, Lease, Sublease, or construction permit revoked or had any Application/Notification for an initial modification or renewal of FCC station authorization, license, Lease, Sublease, or construction permit denied by the Commission? ☒ (N) Yes ☐ No
- 139) Has the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee ever been convicted of a felony by any state or federal court? ☒ (N) Yes ☐ No
- If 'Y', attach an exhibit explaining the circumstances.
- 140) Has any court finally adjudged the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? ☒ (N) Yes ☐ No
- If 'Y', attach an exhibit explaining the circumstances.
- 141) Is the Lessee/Sublessee/Transferee or any party directly or indirectly controlling the Lessee/Sublessee/Transferee currently a party in any pending matter referred to in the preceding two items? ☒ (N) Yes ☐ No
- If 'Y', attach an exhibit explaining the circumstances.

**The following is to be completed in all Applications/Notifications relating to Leasing**

**Licensee Certification Statements**

1) The Licensee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.

2) The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's rules and regulations.

The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign:**

142) First Name: Carol	MI: L	Last Name: Tacker	Suffix:
143) Title: VP-Asst. Gen. Counsel & Corp. Secretary			
Signature:		144) Date:	06/01/2004
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

### Lessee/Sublessee Certification Statements

1)	The Lessee/Sublessee agrees that the Lease/Sublease is not an assignment, sale, or transfer of the license itself.
2)	The Lessee/Sublessee acknowledges that it is required to comply with the Commission's rules and regulations and other applicable law at all times, and if the Lessee/Sublessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the licensee or the Commission.
3)	The Lessee/Sublessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Lessee/Sublessee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Lessee/Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies.
5)	The Lessee/Sublessee acknowledges that in the event an authorization held by a licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee/Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Lessee/Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations.
7)	The Lessee/Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	If the Lease/Sublease involves spectrum in the Cellular Radiotelephone Service in Rural Statistical Areas (RSAs), the Lessee/Sublessee certifies that it does not hold more than 5 percent ownership interest in the other cellular license(s) within the same RSA.
The Lessee/Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

#### Lessee

\* For a Lease Application/Notification, the Lessee must certify to statements 1-8.

\* For a Sublease Application/Notification, the Lessee must certify to statements 1, 6, and 8 only.

#### Type or Printed Name of Party Authorized to Sign:

145) First Name:	Dan	MI:		Last Name:	Menser	Suffix:	
146) Title:	Senior Corporate Counsel						
Signature:					147) Date: 06/01/2004		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).							

#### Sublessee

\* For a Sublease Application/Notification, the Sublessee must certify to statements 1-8.

#### Type or Printed Name of Party Authorized to Sign:

148) First Name:		MI:		Last Name:		Suffix:	
149) Title:							
Signature:					150) Date:		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).							

**Transferor Certification Statements**

1) The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign:**

151) First Name: <input type="text"/>	MI: <input type="text"/>	Last Name: <input type="text"/>	Suffix: <input type="text"/>
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152) Title:

Signature:

153) Date:

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Transferee Certification Statements**

1) The Transferee certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign:**

154) First Name:	MI:	Last Name:	Suffix:
155) Title:			
Signature:		156) Date:	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

[illegible]

\* Questions 159 – 162 are for Leases/Subleases involving spectrum associated with site-based authorizations.  
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Schedule for New Lease

1) Call Sign: <u>KNLF205</u>	(Complete separate schedule for each Call Sign)
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Type of Lease

2a) If a Spectrum Manager Lease, is the Lease term for more than one year or one year or less?	
<input type="checkbox"/> More than one year	<input type="checkbox"/> One year or less
2b) If a De Facto Transfer Lease, is the Lease Long-Term or Short-Term (no longer than 180 days, renewable up to 360 days)?	
<input checked="" type="checkbox"/> Long-Term	<input type="checkbox"/> Short-Term
2c) If a Long-Term De Facto Transfer Lease, is this a 'conversion' of a Short-Term De Facto Transfer Lease to a Long-Term De Facto Transfer Lease?	
	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
2d) If the answer to Item 2c is 'N', have the Licensee and Lessee entered into any Short-Term De Facto Transfer Lease(s) with regard to any spectrum covered by the License or within the same geographic area?	
	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Term of Lease

3a) Provide the date the Lease is due to commence: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)
3b) Provide the date the Lease is due to expire: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)

Spectrum Leased (For Geographically-Licensed Services)

4) If the Lease encompasses only a portion of the licensed spectrum or licensed geographic area, check here <input type="checkbox"/> and complete Schedule F and, if applicable, Schedule G.
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CMRS Spectrum

5a) If this is a Spectrum Manager or Long-Term De Facto Transfer Lease, does the Lease involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If the answer to Item 5a is 'Y', complete the following two questions.	
5b) Does the Lessee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
5c) Does the Lease reduce the number of entities providing CMRS in the affected market(s)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Regulatory Status

6a) The Lessee will provide radio offerings on the following basis (enter all that apply):	
<input checked="" type="checkbox"/> Common Carrier	<input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services
6b) Does the regulatory status indicated in response to Item 6a differ from the regulatory status authorized with regard to the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7a) The Lessee will provide the following type(s) of radio service (enter all that apply):	
<input type="checkbox"/> Fixed	<input checked="" type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast services
7b) Does the type(s) of radio service indicated in response to Item 7a differ from the type(s) of radio service authorized to be provided by the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8a) Does the Lessee propose to provide interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8b) Does the response to Item 8a differ from whether the Licensee provides interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Schedule for New Lease**

1) Call Sign: <u>KNLF209</u>	(Complete separate schedule for each Call Sign)
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**Type of Lease**

2a) If a Spectrum Manager Lease, is the Lease term for more than one year or one year or less?	
<input type="checkbox"/> More than one year	<input type="checkbox"/> One year or less
2b) If a <i>De Facto</i> Transfer Lease, is the Lease Long-Term or Short-Term (no longer than 180 days, renewable up to 360 days)?	
<input checked="" type="checkbox"/> Long-Term	<input type="checkbox"/> Short-Term
2c) If a Long-Term <i>De Facto</i> Transfer Lease, is this a 'conversion' of a Short-Term <i>De Facto</i> Transfer Lease to a Long-Term <i>De Facto</i> Transfer Lease?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
2d) If the answer to Item 2c is 'N', have the Licensee and Lessee entered into any Short-Term <i>De Facto</i> Transfer Lease(s) with regard to any spectrum covered by the License or within the same geographic area?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Term of Lease**

3a) Provide the date the Lease is due to commence: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)
3b) Provide the date the Lease is due to expire: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)

**Spectrum Leased (For Geographically-Licensed Services)**

4) If the Lease encompasses only a portion of the licensed spectrum or licensed geographic area, check here <input type="checkbox"/> and complete Schedule F and, if applicable, Schedule G.
--

**CMRS Spectrum**

5a) If this is a Spectrum Manager or Long-Term <i>De Facto</i> Transfer Lease, does the Lease involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If the answer to Item 5a is 'Y', complete the following two questions.	
5b) Does the Lessee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
5c) Does the Lease reduce the number of entities providing CMRS in the affected market(s)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Regulatory Status**

6a) The Lessee will provide radio offerings on the following basis (enter all that apply):	
<input checked="" type="checkbox"/> Common Carrier <input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services	
6b) Does the regulatory status indicated in response to Item 6a differ from the regulatory status authorized with regard to the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7a) The Lessee will provide the following type(s) of radio service (enter all that apply):	
<input type="checkbox"/> Fixed <input checked="" type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast services	
7b) Does the type(s) of radio service indicated in response to Item 7a differ from the type(s) of radio service authorized to be provided by the Licensee?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8a) Does the Lessee propose to provide interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8b) Does the response to Item 8a differ from whether the Licensee provides interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Schedule for New Lease

1) Call Sign: <u>WPSL626</u>	(Complete separate schedule for each Call Sign)
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Type of Lease

2a) If a Spectrum Manager Lease, is the Lease term for more than one year or one year or less?	
<input type="checkbox"/> More than one year	<input type="checkbox"/> One year or less
2b) If a De Facto Transfer Lease, is the Lease Long-Term or Short-Term (no longer than 180 days, renewable up to 360 days)?	
<input checked="" type="checkbox"/> Long-Term	<input type="checkbox"/> Short-Term
2c) If a Long-Term De Facto Transfer Lease, is this a 'conversion' of a Short-Term De Facto Transfer Lease to a Long-Term De Facto Transfer Lease?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2d) If the answer to Item 2c is 'N', have the Licensee and Lessee entered into any Short-Term De Facto Transfer Lease(s) with regard to any spectrum covered by the License or within the same geographic area?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Term of Lease

3a) Provide the date the Lease is due to commence: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)
3b) Provide the date the Lease is due to expire: <u>    </u> / <u>    </u> / <u>    </u> (MM/DD/YYYY)

Spectrum Leased (For Geographically-Licensed Services)

4) If the Lease encompasses only a portion of the licensed spectrum or licensed geographic area, check here <input checked="" type="checkbox"/> and complete Schedule F and, if applicable, Schedule G.
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CMRS Spectrum

5a) If this is a Spectrum Manager or Long-Term De Facto Transfer Lease, does the Lease involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If the answer to Item 5a is 'Y', complete the following two questions.	
5b) Does the Lessee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
5c) Does the Lease reduce the number of entities providing CMRS in the affected market(s)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Regulatory Status

6a) The Lessee will provide radio offerings on the following basis (enter all that apply):	
<input checked="" type="checkbox"/> Common Carrier	<input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services
6b) Does the regulatory status indicated in response to Item 6a differ from the regulatory status authorized with regard to the Licensee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a) The Lessee will provide the following type(s) of radio service (enter all that apply):	
<input type="checkbox"/> Fixed	<input checked="" type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast services
7b) Does the type(s) of radio service indicated in response to Item 7a differ from the type(s) of radio service authorized to be provided by the Licensee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a) Does the Lessee propose to provide interconnected service?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8b) Does the response to Item 8a differ from whether the Licensee provides interconnected service?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Schedule for Defined Geographic Area To Be Leased/Subleased

1a) Call Sign: <u>WPSL626</u>
1b) Lease/Sublease Identifier: <u></u>

Geographic Area of Spectrum To Be Included in Lease/Sublease

2) Defined Area to be Leased/Subleased	3) Undefined Area to be Leased/Subleased (Complete undefined geographic area attachment)	4) Population of Leased Area
New York, NY(BTA321)	Attach Schedule G	19,620,902

5) Frequencies of Spectrum To be Included in Lease/Sublease (MHz)

Spectrum Leased/Subleased		Spectrum Leased/Subleased		Spectrum Leased/Subleased	
Lower Frequency	Upper Frequency	Lower Frequency	Upper Frequency	Lower Frequency	Upper Frequency
1850.00000000	1855.00000000	1930.00000000	1935.00000000		

**Description of Transaction and Public Interest Statement**

Pacific Telesis Mobile Services, LLC ("Lessor"), a subsidiary of Cingular Wireless LLC ("Cingular"), and Omnipoint NY MTA License, LLC ("Lessee"), a subsidiary of T-Mobile USA, Inc. ("T-Mobile") (collectively, the "Parties"), hereby seek Commission approval of a Long Term *De Facto* Lease Agreement ("Lease Agreement") regarding the broadband PCS spectrum referenced herein.<sup>1</sup>

In each of the referenced markets, the Parties are currently operating pursuant to a network infrastructure-sharing arrangement under which the Parties jointly own and control the networks. In anticipation of the proposed merger between Cingular Wireless Corporation and AT&T Wireless Services, Inc. ("AWS") (the "Cingular-AWS Merger"),<sup>2</sup> and on the condition that the merger is consummated, the Parties have decided to unwind this network sharing arrangement so that Cingular and T-Mobile ultimately will operate separate networks in the subject market areas. To accomplish this, the following steps are contemplated following consummation of the Cingular-AWS Merger:

- Cingular's interest in the network infrastructure will be sold to a T-Mobile affiliate.
- During a transition period, Lessor intends to migrate its customers to the networks it proposes to acquire from AWS.
- Until the transition is completed, Lessee will lease spectrum from Lessor and make available to Lessor services on a wholesale basis.<sup>3</sup>

Pursuant to the terms of the Lease Agreement, Lessor, whose qualifications and eligibility as a licensee are matters of Commission record, will retain *de jure* control of the leased spectrum, but will transfer *de facto* control to the Lessee for the duration of the lease term.<sup>4</sup> Lessee, whose qualifications and eligibility also are matters of Commission record, will conduct operations under the Lease Agreement subject to applicable rules and regulations including, without limitation, the provision of E-911 services in accordance with law. The proposed lease raises no competitive or other public interest concerns and as set forth below, raises no unsettled foreign ownership issues.

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<sup>1</sup> This application is one of two contemporaneously filed Form 603-T applications involving the underlying transaction described herein.

<sup>2</sup> See FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, DA 04-932 (Apr. 2, 2004).

<sup>3</sup> In addition, the Parties have agreed to certain related license assignments for which Commission consent will be sought in forthcoming applications.

<sup>4</sup> See Exhibit 2 for details as to the lease term.

Accordingly, the leasing arrangement disclosed herein is consistent with the public interest, convenience and necessity.<sup>5</sup>

**Response to Questions 136-137**

Under Section 310(b)(4) of the Act, the Commission must determine whether the public interest would be served by allowing a common carrier licensee to have indirect foreign ownership that exceeds 25 percent.<sup>6</sup> Through T-Mobile, foreign entities and persons indirectly hold 95.56 percent of the attributable ownership interest in Lessee.<sup>7</sup> On April 27, 2001, the Commission issued an order granting the applications of T-Mobile (then named VoiceStream Wireless Corporation ("VoiceStream")) for authority to transfer control of its licensee subsidiaries to a wholly owned U.S. subsidiary of Deutsche Telekom AG (a German entity) ("DT") to effect a merger between VoiceStream and DT.<sup>8</sup> The Commission found that DT's indirect investment in VoiceStream and its licensee subsidiaries, including Lessee, in excess of the 25 percent benchmark set forth in Section 310(b)(4), is consistent with the public interest.<sup>9</sup> Specifically, the Commission authorized up to 100 percent indirect foreign investment in T-Mobile and its licensee subsidiaries, including Lessee, by DT and its German shareholders, and by the German government through its investment in DT (up to and including 43 percent).<sup>10</sup> The

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<sup>5</sup> See *Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 20604 (2003).

<sup>6</sup> See 47 U.S.C. § 310(b)(4).

<sup>7</sup> The remaining 4.44 percent ownership interests do not include any foreign ownership.

<sup>8</sup> See *Applications of VoiceStream Wireless Corporation, Powertel, Inc., Transferors, And Deutsche Telekom AG, Transferee*, 16 FCC Rcd 9779 (2001) ("VoiceStream DT Order"). The transfer of control of T-Mobile to DT was consummated on May 31, 2001.

<sup>9</sup> See *id.* at 9845. Since the consummation of the transfer of control of T-Mobile to DT on May 31, 2001, there has been no increase in the Federal Republic of Germany's ownership interest in DT or, indirectly, in T-Mobile. DT continues to hold 100 percent of the ownership interests in T-Mobile (through DT's wholly owned subsidiary, T-Mobile International Holding GmbH, which in turn holds all of the interests in T-Mobile International AG & Co. KG, which in turn holds all of the interests in T-Mobile Global Holding GmbH, which in turn holds all of the interests in T-Mobile) and, indirectly, a 95.56 percent interest in Lessee and a 100 percent interest in the other T-Mobile licensee subsidiaries.

<sup>10</sup> Specifically, the *VoiceStream DT Order* provided that "the applications filed by VoiceStream and Powertel for authority to transfer control of licenses and authorizations to DT, and the petitions for declaratory ruling filed by VoiceStream and Powertel in the above-captioned proceeding ARE GRANTED." *VoiceStream DT Order*, 16 FCC Rcd at 9850 ¶ 143. The transfer of control application filed by Omnipoint NY MTA License, LLC (ULS File No. 0000212726) was among 31 electronic applications granted by the *VoiceStream DT Order* and referenced the Lead Application for the merger (ULS File No. 0000211827). The Application for Transfer of Control and Petition for Declaratory Ruling seeking a declaratory ruling for foreign ownership for "the applicants" was attached to the Lead Application. See *id.* at 9783 n.2. The Omnipoint NY MTA License, LLC application was consummated on May 31, 2001, by ULS File No. 0000478196. Accordingly, Lessee has received a declaratory ruling authorizing the current level of indirect foreign investment by DT and its German shareholders.

Commission subsequently approved 100 percent indirect foreign investment in several other T-Mobile licensee subsidiaries.<sup>11</sup> Because the Commission previously approved the ownership structure of Lessee, the acquisition of a lessee interest in additional licenses by this entity requires no new foreign ownership analysis and is otherwise in the public interest.

**Request for Conditional Grant in Compliance with FBI/DOJ Agreement**

T-Mobile requests that the FCC condition the grant of the approval of the proposed Lease Agreement on compliance with the provisions of the January 12, 2001, Agreement with the Department of Justice ("DOJ") and the Federal Bureau of Investigation ("FBI") ("DOJ/FBI Agreement")<sup>12</sup> upon which the approval of the merger between T-Mobile and DT was based.<sup>13</sup> The requirements of the DOJ/FBI Agreement are binding on DT and DT's subsidiaries, including T-Mobile. Section 7.2 of the DOJ/FBI Agreement provides:

DT agrees that in its applications or petitions to the FCC for licensing or other authority filed with the FCC after the Effective Date, except with respect to pro forma assignments or pro forma transfers of control, it shall request that the FCC condition the grant of such licensing or other authority on DT's compliance with the terms of this Agreement . . . .<sup>14</sup>

The DOJ/FBI Agreement prescribes specific language for the conditional grant of interests in FCC licenses at Exhibit A to the DOJ/FBI Agreement:

It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the "DOJ") and the Federal Bureau of Investigation (the "FBI") on the other, dated January 12, 2001, which Agreement is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority

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<sup>11</sup> See, e.g., *International Authorizations Granted*, 2002 FCC LEXIS 1446, Rep. No. TEL-00649 (Int'l Bureau, rel. Mar. 20, 2003) (granting indirect foreign ownership in Cook Inlet/VS GSM VI PCS, LLC in excess of the twenty-five percent benchmark of Section 310(b)(4)).

<sup>12</sup> See Agreement between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation, the Department of Justice and the Federal Bureau of Investigation (Jan. 12, 2001), which was appended by the Commission to the *VoiceStream-DT Order*.

<sup>13</sup> See *supra* *VoiceStream-DT Order*.

<sup>14</sup> DOJ/FBI Agreement at § 7.2. The Commission has included compliance with the FBI/DOJ Agreement as a condition to the Commission's consent in the context of every application for assignment or transfer of control of licenses to T-Mobile's subsidiaries that has postdated the FBI/DOJ Agreement.

granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC's implementing regulations.<sup>15</sup>

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<sup>15</sup> DOJ/FBI Agreement at Exhibit A.

**Response to Schedule B, Questions 3(a) and 3(b)**

The Lease Agreement was executed on May 24, 2004. By its terms, Lessee's rights to use the leased spectrum under the Lease Agreement will commence following Commission approval of the instant application and the satisfaction of certain other contractual conditions (including consummation of the Cingular-AWS Merger), and will continue in effect for a period of four (4) years, subject to applicable license renewal and other regulatory requirements. During the term of the Lease Agreement, it is anticipated that certain of the spectrum usage rights detailed herein will terminate upon the consummation of related transactions, or will incrementally revert to the Lessor upon the completion of customer transitions. The Parties will file early termination notifications consistent with applicable rules and regulations when this occurs.

**Additional Information in Response to Schedule B, Question 5(b)**

- Cellular and PCS License Holdings Owned 10% or More by Lessee in Subject Market Areas:

Associated BTA	County	State	Before MHz	Leased MHz <sup>1</sup>	Total MHz
Bakersfield, CA (BTA028)	Kern	CA	20	20	40
Chico-Oroville, CA (BTA079)	Butte	CA	10	20	30
Chico-Oroville, CA (BTA079)	Glenn	CA	10	20	30
El Centro-Calexico, CA (BTA124)	Imperial	CA	10	20	30
Eureka, CA (BTA134)	Del Norte	CA	10	20	30
Eureka, CA (BTA134)	Humboldt	CA	10	20	30
Fresno, CA (BTA157)	Fresno	CA	20	20	40
Fresno, CA (BTA157)	Madera	CA	20	20	40
Las Vegas, NV (BTA245)	Mohave	AZ	25	20	45
Las Vegas, NV (BTA245)	Clark	NV	25	20	45
Las Vegas, NV (BTA245)	Esmeralda	NV	25	20	45
Las Vegas, NV (BTA245)	Lincoln	NV	25	20	45
Las Vegas, NV (BTA245)	Nye	NV	25	20	45
Los Angeles, CA (BTA262)	Inyo	CA	20	20	40
Los Angeles, CA (BTA262)	Los Angeles	CA	20	20	40
Los Angeles, CA (BTA262)	Orange	CA	20	20	40
Los Angeles, CA (BTA262)	Riverside	CA	20	20	40
Los Angeles, CA (BTA262)	San Bernardino	CA	20	20	40
Los Angeles, CA (BTA262)	Ventura	CA	20	20	40
Merced, CA (BTA291)	Mariposa	CA	20	20	40

<sup>1</sup> Includes spectrum detailed in the foregoing FCC Form 603-T, as well as one other contemporaneously filed, long term *de facto* lease application associated with the underlying transaction.

Associated BIA	County	State	Before NHT	Land NHT	Total NHT
Merced, CA (BTA291)	Merced	CA	20	20	40
Modesto, CA (BTA303)	Stanislaus	CA	20	20	40
Modesto, CA (BTA303)	Tuolumne	CA	20	20	40
New York, NY (BTA321)	Fairfield	CT	30	10	40
New York, NY (BTA321)	Bergen	NJ	30	10	40
New York, NY (BTA321)	Essex	NJ	30	10	40
New York, NY (BTA321)	Hudson	NJ	30	10	40
New York, NY (BTA321)	Hunterdon	NJ	30	10	40
New York, NY (BTA321)	Middlesex	NJ	30	10	40
New York, NY (BTA321)	Monmouth	NJ	30	10	40
New York, NY (BTA321)	Morris	NJ	30	10	40
New York, NY (BTA321)	Ocean	NJ	30	10	40
New York, NY (BTA321)	Passaic	NJ	30	10	40
New York, NY (BTA321)	Somerset	NJ	30	10	40
New York, NY (BTA321)	Sussex	NJ	30	10	40
New York, NY (BTA321)	Union	NJ	30	10	40
New York, NY (BTA321)	Bronx	NY	30	10	40
New York, NY (BTA321)	Kings	NY	30	10	40
New York, NY (BTA321)	Nassau	NY	30	10	40
New York, NY (BTA321)	New York	NY	30	10	40
New York, NY (BTA321)	Orange	NY	30	10	40
New York, NY (BTA321)	Putnam	NY	30	10	40
New York, NY (BTA321)	Queens	NY	30	10	40
New York, NY (BTA321)	Richmond	NY	30	10	40
New York, NY (BTA321)	Rockland	NY	30	10	40
New York, NY (BTA321)	Suffolk	NY	30	10	40
New York, NY (BTA321)	Sullivan	NY	30	10	40
New York, NY (BTA321)	Westchester	NY	30	10	40
New York, NY (BTA321)	Pike	PA	30	10	40
Redding, CA (BTA371)	Shasta	CA	10	20	30
Redding, CA (BTA371)	Siskiyou	CA	10	20	30
Redding, CA (BTA371)	Tehama	CA	10	20	30
Redding, CA (BTA371)	Trinity	CA	10	20	30
Reno, NV (BTA372)	Alpine	CA	20	20	40
Reno, NV (BTA372)	Mono	CA	20	20	40
Reno, NV (BTA372)	Churchill	NV	20	20	40
Reno, NV (BTA372)	Douglas	NV	20	20	40
Reno, NV (BTA372)	Elko	NV	20	20	40
Reno, NV (BTA372)	Eureka	NV	20	20	40
Reno, NV (BTA372)	Humboldt	NV	20	20	40
Reno, NV (BTA372)	Lander	NV	20	20	40

Associated BTA	County	State	Before MHz	Leased MHz	Total MHz
Reno, NV (BTA372)	Lyon	NV	20	20	40
Reno, NV (BTA372)	Mineral	NV	20	20	40
Reno, NV (BTA372)	Pershing	NV	20	20	40
Reno, NV (BTA372)	Storey	NV	20	20	40
Reno, NV (BTA372)	Washoe	NV	20	20	40
Reno, NV (BTA372)	Carson City	NV	20	20	40
Sacramento, CA (BTA389)	Amador	CA	10	20	30
Sacramento, CA (BTA389)	Colusa	CA	10	20	30
Sacramento, CA (BTA389)	El Dorado	CA	10	20	30
Sacramento, CA (BTA389)	Lassen	CA	10	20	30
Sacramento, CA (BTA389)	Nevada	CA	10	20	30
Sacramento, CA (BTA389)	Placer	CA	10	20	30
Sacramento, CA (BTA389)	Plumas	CA	10	20	30
Sacramento, CA (BTA389)	Sacramento	CA	10	20	30
Sacramento, CA (BTA389)	Sierra	CA	10	20	30
Sacramento, CA (BTA389)	Yolo	CA	10	20	30
Salinas-Monterey, CA (BTA397)	Monterey	CA	10	20	30
San Diego, CA (BTA402)	San Diego	CA	10	20	30
San Francisco-Oakland-San Jose, CA (BTA404)	Alameda	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Contra Costa	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Lake	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Marin	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Mendocino	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Napa	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	San Benito	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	San Francisco	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	San Mateo	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Santa Clara	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Santa Cruz	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Solano	CA	20	20	40
San Francisco-Oakland-San Jose, CA (BTA404)	Sonoma	CA	20	20	40
San Luis Obispo, CA (BTA405)	San Luis Obispo	CA	10	20	30
Santa Barbara-Santa Maria, CA (BTA406)	Santa Barbara	CA	20	20	40
Stockton, CA (BTA434)	Calaveras	CA	20	20	40
Stockton, CA (BTA434)	San Joaquin	CA	20	20	40
Visalia-Porterville-Hanford, CA (BTA458)	Kings	CA	20	20	40
Visalia-Porterville-Hanford, CA (BTA458)	Tulare	CA	20	20	40
Yuba City-Marysville, CA (BTA485)	Sutter	CA	10	20	30
Yuba City-Marysville, CA (BTA485)	Yuba	CA	10	20	30

• Wireless Competitors in Subject Market Areas<sup>2</sup>

 Constructed Facilities<sup>3</sup>

BTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Bakersfield, CA (BTA028)	Bakersfield Cel.	Commnet DE Fresno MSA	Sprint PCS Lic. VSTR PCS BTA 1	Omnipoint NY MTA Pac. Telecom M. Svcs.	Entertain. Unlmt.	AT&T Wir. PCS	Fresno MSA	Alpine-California	NorTel
Chico-Oroville, CA (BTA079)	AT&T Wir. CA	Sacramento Valley	WirelessCo	Cingular Spect. Sub B Omnipoint NY MTA Pac. Telecom M. Svcs.	GWTPCS2	AT&T Wir. PCS	AT&T Wir. PCS	Point BTA 79	NorTel
El Centro-Calexico, CA (BTA124)	WWC Lic.	Accessible Wir. Calico Part.	Sprint PCS Lic.	Cingular Spect. Sub B Omnipoint NY MTA Pac. Telecom M. Svcs.	Larwin & Clark NTCH-CA	NextWave	AT&T Wir. PCS	FB Com.	NorTel
Eureka, CA (BTA134)	CA Rural Svc. #1	Cal-One	WirelessCo	Cingular Spect. Sub B Omnipoint NY MTA Pac. Telecom M. Svcs.	Metro PCS Edge Wir. G. Ishihara	Triad Hold. I	Edge Wir.	Edge Wir.	
Fresno, CA (BTA157)	AT&T Wir. AK AT&T Wir. CA	CA RSA #4 Fresno MSA	WirelessCo	Omnipoint NY MTA Pac. Telecom M. Svcs.	Alpine-Fresno	AT&T Wir. PCS	AT&T Wir. PCS	VSTR PCS BTA 1	NorTel
Las Vegas, NV (BTA245)	AT&T Wir. NV Dobson Cel. WWC Lic.	Mineral RSA Mohave Cel. Southwestco WJE	Sprint PCS Lic.	Omnipoint NY MTA Pac. Telecom M. Svcs.	ABC Wir. CIVS IV Van Denop Int'l	AT&T Wir. PCS	Calico Part.	Pac. Telecom M. Svcs.	NorTel
Los Angeles, CA (BTA262)	AB Cellular LA AT&T Wir. CA WWC Lic.	Calico Part. Los Angeles SMSA Oxnard-Ventura	Sprint PCS Lic.	Omnipoint NY MTA Pac. Telecom M. Svcs.	NextWave Pac. Telecom M. Svcs.	AT&T Wir. PCS	Calico Part. Los Angeles SMSA	VSTR GSM II	NorTel
Merced, CA (BTA291)	AT&T Wir. AK AT&T Wir. CA	CA RSA #3 CA RSA #4	WirelessCo	Omnipoint NY MTA Pac. Telecom M. Svcs.	Metro PCS Cricket Lic. Restrict.	AT&T Wir. PCS	AT&T Wir. PCS	VSTR PCS BTA 1	NorTel

<sup>2</sup> Major Trading Areas (MTAs) (used for assigning PCS A & B licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs, therefore licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, the licenses listed under cellular block (A or B) do not compete against other cellular licenses in their block, rather each is licensed to serve a separate geographic region of the pertinent BTA and competes against the other cellular and operating PCS carriers in the BTA.

<sup>3</sup> Denotes active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information; carriers that have completed construction may not be operating, and carriers that are operating may not have filed construction notices. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

FCC Form 603-T  
Exhibit 2  
Page 5 of 6

BTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Modesto, CA (BTA303)	AT&T Wir. CA	CA RSA #3 Sacramento Valley	WirelessCo	Omniport NY MTA Pac. Telcom M. Svcs.	Metro PCS Cricket Lic. Reant.	AT&T Wir. PCS	West Coast PCS	VSTR PCS BTA I	NexTel
New York, NY (BTA321)	Am. Cel. Cel. Tel. Co. Celloco Part. NJ-2 Cel. Co. Sussex Cel. SW Bell Mobile Vanguard Cel. PA	Celloco Part. NY SMSA Orange Co. Poughkeepsie South Canaan Cel. SW Bell Mobile	Omniport NY MTA Pac. Telcom M. Svcs.	WirelessCo	NextWave	Omniport Pac.	AT&T Wir. PCS Cel. Tel. Co.	Celloco Part.	NexTel
Redding, CA (BTA371)	AT&T Wir. CA CA Rural Svc. #1 Redding Cel.	Cal-One Radding MSA Sacramento Valley	WirelessCo	Cingular Spect. Sub B Omniport NY MTA Pac. Telcom M. Svcs.	Metro PCS Leap Wir. Intl.	AT&T Wir. PCS Edge Wir.	Triad Hold. I	Point BTA 371	NexTel
Reno, NV (BTA372)	AT&T Wir. CA AT&T Wir. NV Reno Cel. WWC Lic.	CA RSA #3 CC Com. Celloco Part. Sacramento Valley Southwestco	WirelessCo	Omniport NY MTA Pac. Telcom M. Svcs.	Cricket Lic. Reant. Lone Star Wir. Von Donop Inlet	AT&T Wir. PCS	Celloco Part.	VSTR GSM II	NexTel
Sacramento, CA (BTA389)	AT&T Wir. CA CA Rural Svc. #1 Nav. Co. Cel.	CA RSA #3 El Dorado Cel. Modoc RSA Sacramento Valley	WirelessCo	Cingular Spect. Sub B Omniport NY MTA Pac. Telcom M. Svcs.	GWIPCS4	AT&T Wir. PCS Edge Wir.	West Coast PCS	Pac. Telcom M. Svcs.	NexTel
Salinas-Monterey, CA (BTA397)	Salinas Cel.	GTE Mobilnet CA	WirelessCo	Cingular Spect. Sub B Omniport NY MTA Pac. Telcom M. Svcs.	GWIPCS6	Entertain. Unlimtd.	AT&T Wir. PCS	Alpina Monterey	NexTel
San Diego, CA (BTA402)	AT&T Wir. S.D.	VZW Wir. (VAW)	Sprint PCS Lic.	Cingular Spect. Sub B Omniport NY MTA Pac. Telcom M. Svcs.	NextWave Pac. Telcom M. Svcs.	AT&T Wir. PCS	Celloco Part.	THC San Diego	NexTel
San Francisco-Oakland- San Jose, CA (BTA404)	AT&T Wir. AK Bay Area Cel. CA Rural Svc. #1 Capal Cel. Napa Cel.	CA RSA #4 Celloco Part. GTE Mobilnet CA	AT&T Wir. PCS Edge Wir. WirelessCo	VSTR PCS II Lic. VSTR GSM II Pac. Telcom M. Svcs.	GWIPCS1	AT&T Wir. PCS Edge Wir.	VSTR PCS BTA I	NextWave Pac. Telcom M. Svcs.	NexTel
San Luis Obispo, CA (BTA405)	SLO Cel.	GTE Mobilnet S.B.	AT&T Wir. PCS Sprint PCS Lic.	Cingular Spect. Sub B Omniport NY MTA Pac. Telcom M. Svcs.		Entertain. Unlimtd.	AT&T Wir. PCS	Entertain. Unlimtd.	NexTel
Santa Barbara-Santa Maria, CA (BTA406)	S.B. Cel. Sys.	GTE Mobilnet S.B.	Sprint PCS Lic.	Omniport NY MTA Pac. Telcom M. Svcs.		Entertain. Unlimtd.	AT&T Wir. PCS	VSTR GSM II	NexTel
Stockton, CA (BTA434)	AT&T Wir. CA	CA RSA #3 Sacramento Valley	WirelessCo	Omniport NY MTA Pac. Telcom M. Svcs.	GWIPCS5	AT&T Wir. PCS	West Coast PCS	VSTR PCS BTA I	NexTel

FCC Form 603-T  
Exhibit 2  
Page 6 of 6

RTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Visalia-Porterville- Hanford, CA (BTA458)	AT&T Wtr. Co. Visalia, Cal.	Fresno MSA	WirelessCo	Omnipoint NY MTA Pac. Telecom M. Svcs.	Cricket Lic. Reaucc Entertain. Unltd.	AT&T Wtr. PCS	ABC WLE	VSTR PCS BTAT	Neutral
Yuba City-Marysville, CA (BTA485)	Yuba City Cel.	Sacramento Valley	WirelessCo	Cingular Spect. Sub. B Omnipoint NY MTA Pac. Telecom M. Svcs.	GWI PCS3	AT&T WLE PCS	West Coast PCS	FB Com.	Neutral

-----Original Message-----

**From:** Higgins, Brian [mailto:BHiggins@wbklaw.com]  
**Sent:** Monday, June 07, 2004 12:50 PM  
**To:** Leasing  
**Cc:** Kathy Harris  
**Subject:** FW: Amendment - File No. 0001757186

The amended Exhibit 2 to the above-referenced application, which we submitted earlier today, inadvertently contained two complete copies of the amended exhibit. Accordingly, attached is a copy of Exhibit 2 containing only one copy.

Please contact the undersigned with any questions.

Regards,

Brian Higgins

-----Original Message-----

**From:** Higgins, Brian  
**Sent:** Monday, June 07, 2004 12:17 PM  
**To:** 'leasing@fcc.gov'  
**Cc:** 'kathy.harris@fcc.gov'  
**Subject:** Amendment - File No. 0001757186

Attached are materials constituting an amendment to the above-referenced application for approval of a long term de facto lease. The purpose of this amendment is to consolidate three lease applications (necessitated by erroneous FRN registrations that have since been corrected) into one; the other two applications (File Nos. 0001757198 and 0001757200) are being withdrawn.

The attached amendment consists of:

- 1) An amended main form (to include 2 additional call signs – KNLF209 and WPSL626);
- 2) An amended Exhibit 1 to correct footnote #1 (to reference the fact that this is one of two contemporaneously filed applications involving the same underlying transaction; the other being File No. 0001757204).
- 3) Schedule Bs for the two additional call signs;
- 4) An amended Exhibit 2 to correct footnote #1 (to reference the fact this is one of two contemporaneously filed applications);
- 5) A Schedule F for call sign WPSL626.

Please contact the undersigned with any questions regarding this submission.

Regards,

Brian W. Higgins  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW, Suite 700  
Washington, DC 20037  
202.383.3347 (direct dial)  
202.783.5851 (fax)

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